

Hughes Hubbard & Reed LLP

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Miami, Florida 33131-4332  
Telephone: 305-358-1666  
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**L0200000543L**

Angel R. Zamora  
Attorney  
Direct Dial: 305-379-5574  
E-mail: zamora@hugheshubbard.com

3/4 FL LLC

February 28, 2002

**MMJ**

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-03/04/02--01074--001  
\*\*\*\*125.00 \*\*\*\*125.00

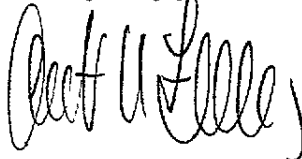
Re: Articles of Organization of  
Latin Finance Company LLC

Dear Sir or Madam:

Enclosed is an original and a copy of the Articles of Organization of Latin Finance Company LLC, along with the filing fee of \$125.00.

I would appreciate it if you return to us a filed copy for our records. If you have any questions, please call me at (305) 379-5574.

Very truly yours,



ARZ/dh  
Enc.

FILED  
02 MAR -4 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
LATIN FINANCE COMPANY LLC**

The undersigned, for the purpose of forming a Florida Limited Liability Company, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the Limited Liability Company is:

**LATIN FINANCE COMPANY LLC**

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

c/o Antonio R. Zamora, Esq.  
201 S. Biscayne Boulevard, Suite 2500  
Miami, Florida 33131

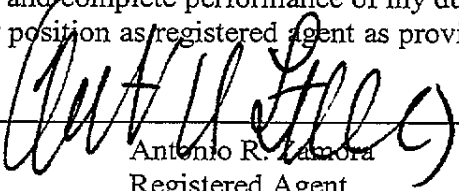
**ARTICLE III  
REGISTERED AGENT, REGISTERED OFFICE AND  
REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are:

Antonio R. Zamora, Esq.  
201 S. Biscayne Boulevard, Suite 2500  
Miami, Florida 33131

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

  
\_\_\_\_\_  
Antonio R. Zamora  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE IV – MANAGEMENT

The Limited Liability Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provision for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are:

Name:

Zavala, Carmigniani, Illingworth  
y Vidal Cía. Ltda..

Address:

9 de Octubre, #100  
Oficina 2202  
Guayaquil, Ecuador

Aberfeldy Finance Corp.

9 de Octubre, #100  
Oficina 2202  
Guayaquil, Ecuador

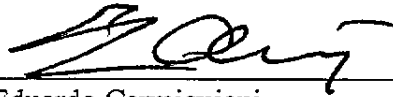
The Manhattan Group, Inc.

9 de Octubre, #100  
Oficina 2206  
Guayaquil, Ecuador

Antonio R. Zamora, P.A.

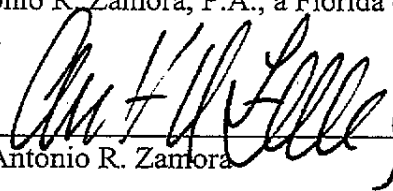
1408 Brickell Bay Drive  
Suite 1211  
Miami, Florida 33131

Zavala, Carmigniani, Illingworth y Vidal Cía.  
Ltda., an Ecuadorian company



Eduardo Carmigniani

Antonio R. Zamora, P.A., a Florida corporation



Antonio R. Zamora

Dated: February 27, 2002